

CONSTITUTION

1. NAME

The name of the Association is:

THE WATERSIDE RESIDENTS' ASSOCIATION

2. OFFICE

The Office of the Waterside Residents' Association (The Association) is at such place as the Committee may decide from time to time.

3. OBJECTS

The objects for which the Association is established are:

- (1) To represent the membership of the Association (as defined in Clause 5) in order to ensure that the amenities and environment of the Waterside suburb are maintained and improved, and the quality of the development and lifestyle of its residents is preserved.
- (2) To support and encourage the maintenance of standards throughout Waterside, including those outlined in Annexure "A" of the land sale documents (Appended as Schedule 1 hereto).
- (3) To liaise and foster good relations with Government, Local Authorities, Statutory Authorities and other relevant bodies.
- (4) To foster good relations with the Media to inform the Public.
- (5) To publish information sheets and newsletters for the benefit of Members, Authorities and other relevant bodies.
- (6) To appoint and engage Consultants and others whose appointment the Committee considers will facilitate the achievement of these objects.

4. POWERS OF THE ASSOCIATION

The powers vested in the Association are:

- (1) To purchase, take in lease or in exchange, hire or otherwise acquire any real or personal property which the Committee considers to be necessary or convenient.
- (2) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or part of the real and personal property of the Association.
- (3) To invest the funds of the Association not immediately required as the Committee may from time to time see fit.
- (4) To do all such things as are incidental or conducive to the attainment of the objects.
- (5) To impose and collect from any Member of the Association subscriptions, funds, levies or other moneys for the purpose of carrying on or furthering the objects of the Association and applying the same for that purpose.
- (6) To take action legal or otherwise against any member or other person who may be acting in any way contrary to the interest of the Association.
- (7) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

5. MEMBERSHIP

- (1) Membership is open to Owners and Residents of Property in the district known as Waterside in the City of Mandurah, Western Australia.
- (2) A person who wishes to become a Member shall sign an application in the form approved by the Committee from time to time and that such form will include a signed undertaking to abide by the rules as determined from time to time by the Committee.
- (3) The Secretary on behalf of the Association shall keep and maintain the Register of Members in accordance with Section 27 of the Associations Incorporation Act, 1987 (The Act). The Secretary shall cause the name of a person who dies or ceases to be a Member to be deleted from the Register of Members.
- (4) A Member who delivers notice in writing of resignation from the Association to the Secretary ceases to be a Member on delivery of the resignation. Notwithstanding such resignation the Member remains liable to pay to the Association the amount of any subscriptions or other monies due and payable by such Member and unpaid at the date of resignation.
- (5) No Member shall assign or transfer any of the rights, privileges or benefits of Membership.
- (6) The Members shall from time to time at a General Meeting determine the amount to be paid by each Member as an Annual Subscription. Each member shall pay to the Treasurer annually on or before the date to be determined by the Committee the amount of the subscription determined at the Annual General Meeting. Where a Member has not paid the subscription within three (3) calendar months of the due date for the payment then such Membership automatically lapses unless the Committee decides otherwise.
- (7) With the prior approval of the Committee persons with compatible interests who normally are not entitled to become Members may make application to become Members upon payment of the subscription but shall not be entitled to hold any office in the Association nor vote upon any matter at the Annual General Meeting or any other properly constituted meeting.

6. MANAGEMENT COMMITTEE

- (1) The Management of the Association shall be vested in a Management Committee consisting of:
 - (i) President
 - (ii) Vice President
 - (iii) Honorary Secretary
 - (iv) Honorary Treasurer
 - (v) Additional Members to number not less than four (4) nor more than six (6).All of the Officers shall be financial Members of the Association elected to Membership of that Committee at an Annual General Meeting or appointed under Paragraph 9 of this clause.
- (2) At the commencement of the first Annual General Meeting to be held after the incorporation of the Association under the Act:
 - (i) if the Committee consists of an even number of Members, half of that number, which half; or
 - (ii) if the Committee consists of an odd number of Members, the integral number of Members nearest to, and exceeding, half of that odd number, the Members comprised in which integral number, shall be chosen by ballot, shall cease to be Committee Members, but shall be eligible for re-election to Membership of the Committee.

- (3) At the commencement of each successive Annual General Meeting after the Annual General Meeting referred to in Paragraph 2 of this clause, those Committee Members who have served for longer periods than the other Committee Members shall cease to be Committee Members, but shall be eligible for re-election to Membership of the Committee.
- (4) Subject to Paragraph 5 of this clause, a person is not eligible for election to Membership of the Committee unless that person has been nominated for election by a Member by delivering notice in writing of that nomination, signed by:
 - (i) the nominator;
 - (ii) the seconder; and
 - (iii) the nominee (to signify his or her willingness to stand for election)
 to the Secretary not less than fourteen (14) days before the day on which the Annual General Meeting concerned is to be held.
- (5) Paragraphs 4 and 7 of this clause do not apply to or in relation to a person who is eligible for re-election under Paragraphs 2 and 3 of this clause.
- (6) A person who is eligible for election or re-election under this rule may at the Annual General Meeting concerned:-
 - (i) propose or second himself or herself for election or re-election:
 - and
 - (ii) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to Membership of the Committee is given to all Members when notice is given to those Members of the calling of the Annual General Meeting at which that election is to be held.
- (8) If the number of persons nominated for election to Membership of the Committee does not exceed the number of vacancies in that Membership to be filled:-
 - (i) the Secretary shall report accordingly to; and
 - (ii) the Chairperson shall declare those persons to be duly elected as Members of the Committee at the Annual General Meeting concerned.
- (9) When a casual vacancy within the meaning of the Act occurs in the Membership of the Committee:-
 - (i) the Committee may appoint a Member to fill that vacancy; and
 - (ii) a Member appointed under this Sub Rule shall –
 - (a) hold office until the commencement of; and
 - (b) be eligible for election to Membership of the Committee at the next following Annual General Meeting.
- (10)
 - (i) Subject to this rule, the Chairperson shall preside at all General Meetings and Committee Meetings.
 - (ii) In the event of the absence from:
 - (a) a General Meeting of –
 - (aa) the Chairperson, the Vice-Chairperson; or
 - (bb) both the Chairperson and the Vice-Chairperson, a Member elected by other Members present at the General Meeting; or
 - (b) a Committee Meeting of –
 - (aa) the Chairperson, the Vice-Chairperson; or
 - (bb) both the Chairperson and the Vice-Chairperson, a Committee Member elected by the other Committee Members present, shall preside at the General Meeting or Committee Meeting as the case requires.

- (11) The Secretary shall:-
- (i) co-ordinate the correspondence of the Association;
 - (ii) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (iii) comply on behalf of the Association with -
 - (a) Section 27 of the Act in respect of the Register of Members of the Association;
 - (b) Section 28 of the Act in respect of the Rules of the Association; and
 - (iv) Section 29 of the Act in respect of the record of the Office Holders and any Trustee of the Association;
 - (v) have custody of all books, documents, records and registers of the Association, including those referred to in sub-paragraph (iv), other than those required by the Act to be kept and maintained by, or in the custody of, the Treasurer; and
 - (vi) perform other duties as are imposed by these rules on the Secretary.
- (12) The Treasurer shall:-
- (i) be responsible for the receipt of all moneys paid to or received by, or by or her him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
 - (ii) Pay all monies referred to in sub-paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
 - (iii) Make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee Members other than himself or herself;
 - (iv) Comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
 - (v) Whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (vi) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub paragraphs (d) and (e); and
 - (vii) Perform such other duties as are imposed by these rules on the Treasurer.
- (13) A casual vacancy in the office of a Committee Member and that office becomes vacant if The Committee Member:-
- (i) dies;
 - (ii) resigns by notice in writing delivered to the Chairperson or, if the Committee Member is the Chairperson, to the Vice-Chairperson;
 - (iii) is convicted of an offence under the Act;
 - (iv) is permanently incapacitated by mental or physical ill health;
 - (v) is absent without leave from the Chairperson from more than
 - (a) three (3) consecutive Meetings, or
 - (b) three (3) Committee Meetings in the same financial year, of which he or she has received notice.
 - (vi) ceases to be a Member of the Association

7. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business at least nine (9) times per annum and the Chairperson may at any time convene a Meeting of the Committee.
- (2) Each Committee Member has a deliberative vote.

- (3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee Meeting 50% of Committee Members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee Members present at the Committee Meeting.
- (6) A Committee Member having any direct or indirect pecuniary interest referred to in Section 21 or 23 of the Act shall comply with that section.

GENERAL MEETINGS

- (1) The Committee –
 - (i) may at any time convene a Special General Meeting;
 - (ii) shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by Section 23 of the Act; and
 - (iii) shall, within 30 days of –
 - (a) receiving a request in writing to do so from not less than five (5) Members, convene a Special General Meeting for the purpose specified in that request; or
 - (b) the Secretary receiving a notice under the Act convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The Members making a request referred to in Paragraph (1) (iii) (a) of this clause shall:-
 - (i) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (ii) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:-
 - (i) in Paragraph (1) (iii) (a) of this clause, the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
 - (ii) in Paragraph (1) (iii) (b) of this clause, the Member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Committee.
- (4) When a Special General Meeting is convened under Paragraph (iii) (a) or (b) of this clause:-
 - (i) the Committee shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and
 - (ii) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to Paragraph (8) of this clause, the Secretary shall give to all Members not less than fourteen (14) days notice of a General Meeting and of any motions to be moved at the General Meeting.
- (6) A notice given under Paragraph (5) of this clause shall specify:-
 - (i) when and where the General Meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

- (7) In the case of an Annual General Meeting, the order in which business is to be transacted is:-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee Members to replace outgoing Committee Members; and
 - (iii) third, any other business requiring consideration by the Association in a General Meeting.
- (8) The Secretary shall give to all Members not less than twenty one (21) days notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- (9) The Secretary may give notice under Paragraphs (5) or (8) of this clause by :-
 - (i) serving it on a Member personally; or
 - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under Section 27 of the Act.
- (10) When a notice is sent by post under Paragraph (9) (ii) of this clause, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary pre paid mail.

QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- (1) At a General Meeting twenty (20) Members present in person or by proxy constitute a quorum.
- (2) If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under the Act:-
 - (i) as a result of a request or notice referred to under the Act a quorum is not present, the General Meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in sub-paragraph (i), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within thirty (30) minutes of the time appointed by Paragraph (2) (ii) of this clause for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under the Act of the adjourned General Meeting as if that General Meeting were a new General Meeting.
- (7) At a General Meeting:-
 - (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands;
 - (ii) a special resolution put to the vote shall be decided in accordance with Section 24 of the Act; and
 - (iii) the person occupying the chair shall have a casting vote as well as a deliberative vote.

- (8) A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of the fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Paragraph (9) of this clause.
- (9) At a General Meeting, a poll may be demanded by the Chairperson at the General Meeting or by three (3) or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under Paragraph (9) of this clause in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under Paragraph (9) of this clause on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

8. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a General Meeting or Committee Meeting under Sub Rule (1) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidenced that:-
 - (i) the General Meeting or Committee Meeting to which they relate (in Sub Rule called "The Meeting") was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the Meeting did in fact take place thereat; and
 - (iii) all appointments or elections purporting to have been made at the Meeting have been validly made.

9. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- (1) Subject to these rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) A member which is a Body Corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (3) An appointment made under Paragraph (2) of this clause shall be so made by a resolution of the Board or other governing body of the Body Corporate concerned:-
 - (i) which resolution is authenticated under the Common Seal of that Body Corporate; and
 - (ii) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under Paragraph (2) of this clause to represent a Member which is a Body Corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the Body Corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, at the conclusion of that General Meeting.

PROXIES OF MEMBERS OF ASSOCIATION

A Member (in this rule called “The appointing Member”) may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at General Meeting.

10. RULES OF ASSOCIATION

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.
- (2) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

11. COMMON SEAL OF ASSOCIATION

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in the Act.
- (3) The affixing of the common seal of the Association shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

12. INSPECTION OF RECORDS, DOCUMENTS, SECURITIES AND OTHER ASSETS OF THE ASSOCIATION.

A Member may at any reasonable time inspect without charge the books, documents, records, securities and other assets of the Association.

13. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

If, on winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:-

- (i) to another Incorporated Association have objects similar to those of the Association; or
- (ii) for charitable or benevolent purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the Members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.